

**APPLICATION FOR CERTIFICATE TO BECOME A
TELECOMMUNICATIONS CARRIER**

SNAPPY PHONE OF TEXAS, INC.

ATTACHMENT D

CORPORATE DOCUMENTS

00731358

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2000-09-20 11:20:43
Cook County Recorder 25.00

File Number 6123-337-7



State of Illinois

Office of The Secretary of State

Whereas, APPLICATION FOR CERTIFICATE OF AUTHORITY TO TRANSACT
BUSINESS IN THIS STATE OF
SNAPPY PHONE OF TEXAS, INC.
INCORPORATED UNDER THE LAWS OF THE STATE OF TEXAS HAS BEEN FILED IN
THE OFFICE OF THE SECRETARY OF STATE AS PROVIDED BY THE BUSINESS
CORPORATION ACT OF ILLINOIS, IN FORCE JULY 1, A.D. 1984.

Now Therefore, I, Jesse White, Secretary of State of the State of Illinois, by virtue of the powers vested in me by law, do hereby issue this certificate and attach hereto a copy of the Application of the aforesaid corporation.

In Testimony Whereof, I hereto set my hand and cause to be
affixed the Great Seal of the State of Illinois,
at the City of Springfield, this 29TH
day of AUGUST A.D. 2000 and of
the Independence of the United States the two
hundred and 25TH



C-212.3

Jesse White

Secretary of State

BOX 170

LAS-CH



The State of Texas
Secretary of State

CERTIFICATE OF INCORPORATION
OF

SNAPPY PHONE OF TEXAS, INC.
CHARTER NUMBER 01513449

THE UNDERSIGNED, AS SECRETARY OF STATE OF THE STATE OF TEXAS,
HEREBY CERTIFIES THAT THE ATTACHED ARTICLES OF INCORPORATION FOR THE
ABOVE NAMED CORPORATION HAVE BEEN RECEIVED IN THIS OFFICE AND ARE
FOUND TO CONFORM TO LAW.

ACCORDINGLY, THE UNDERSIGNED, AS SECRETARY OF STATE, AND BY VIRTUE
OF THE AUTHORITY VESTED IN THE SECRETARY BY LAW, HEREBY ISSUES THIS
CERTIFICATE OF INCORPORATION.

ISSUANCE OF THIS CERTIFICATE OF INCORPORATION DOES NOT AUTHORIZE
THE USE OF A CORPORATE NAME IN THIS STATE IN VIOLATION OF THE RIGHTS OF
ANOTHER UNDER THE FEDERAL TRADEMARK ACT OF 1946, THE TEXAS TRADEMARK LAW,
THE ASSUMED BUSINESS OR PROFESSIONAL NAME ACT OR THE COMMON LAW.

DATED NOV. 24, 1998

EFFECTIVE NOV. 24, 1998



A handwritten signature in cursive script, reading "Alberto R. Gonzales".

Alberto R. Gonzales, Secretary of State

ARTICLES OF INCORPORATION
OF
SNAPPY PHONE OF TEXAS, INC.

FILED
In the Office of the
Secretary of State of Texas
NOV 24 1998
Corporations Section

The undersigned, a natural person of the age of 18 years or more, acting as an incorporator of a corporation (hereinafter called the "Corporation") under the Texas Business Corporation Act, does hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

The name of the Corporation is Snappy Phone of Texas, Inc.

ARTICLE TWO

The period of duration of the Corporation is perpetual.

ARTICLE THREE

The purpose for which the Corporation is organized is to engage in the transaction of any and all lawful businesses for which corporations may be incorporated under the Texas Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares of capital stock which the Corporation shall have the authority to issue is 10,000, no-par value per share, designated Common Stock. Each share of such Common Stock shall have identical rights and privileges in every respect.

ARTICLE FIVE

No holder of any shares of capital stock of the Corporation, whether now or hereafter authorized, shall, as such holder, have any preemptive or preferential right to receive, purchase or subscribe to (a) any unissued or treasury shares of any class of stock (whether now or hereafter authorized) of the Corporation, (b) any obligations, evidences of indebtedness or other securities of the Corporation convertible into or exchangeable for, or carrying or accompanied by any rights to receive, purchase or subscribe to, any such unissued or treasury shares, (c) any right of subscription to or to receive, or any warrant or option for the purchase of, any of the foregoing securities, or (d) any other securities that may be issued or sold by the Corporation.

ARTICLE SIX

The Corporation will not commence business until it has received for the issuance of its shares consideration of the value of \$1,000.00, consisting of money, labor done or property actually received.

ARTICLE SEVEN

Cumulative voting for the election of directors is expressly denied and prohibited.

ARTICLE EIGHT

The Board of Directors of the Corporation may alter, amend or repeal the bylaws of the Corporation or may adopt new bylaws, subject to the shareholders' concurrent right to alter, amend or repeal the bylaws or to adopt new bylaws. The shareholders may provide that any or all bylaws altered, amended, repealed or adopted by the shareholders shall not be altered, amended, reenacted or repealed by the Board of Directors of the Corporation.

ARTICLE NINE

No contract or transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, partnership, association or other organization in which one or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for this reason, solely because any such director or officer is present at or participates in the meeting of the Board of Directors or committee thereof which authorizes such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(a) The material facts of his relationship or interest and of the contract or transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes the contract or transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum;

(b) The material facts of his relationship or interest and of the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon, and the contract or transaction is specifically approved in good faith by a vote of the shareholders; or

(c) The contract or transaction is fair as to the Corporation as of the time it is authorized, approved or ratified by the Board of Directors, a committee thereof or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes any such contract or transaction.

The provisions of this Article Nine shall not be construed to invalidate a contract or transaction which would be valid in the absence of such provisions or to subject any director or officer to any liability to which he would not be subject in the absence of such provisions.

ARTICLE TEN

The Corporation shall indemnify any person who was, is or is threatened to be made a named defendant or respondent in a proceeding (as hereinafter defined) because the person (i) is or was a director or officer of the Corporation or (ii) is or was serving at the request of the Corporation as a director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another foreign or domestic corporation, partnership, joint venture, sole proprietorship, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by him in such a capacity, or arising out of his status as such a person, to the fullest extent that a corporation may grant indemnification to a director under the Texas Business Corporation Act, as the same exists or may hereafter be amended. (As used herein, the term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitral or investigative, any appeal in such an action, suit or proceeding, and any inquiry or investigation that could lead to such an action, suit or proceeding). Such right shall be a contract right and shall include the right to be paid by the Corporation expenses incurred in defending any such proceeding in advance of its final disposition to the maximum extent permitted under the Texas Business Corporation Act, as the same exists or may hereafter be amended. If a claim for indemnification or advancement of expenses hereunder is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim, and if successful in whole or in part, the claimant shall be entitled to be paid also the expenses of prosecuting such claim. It shall be a defense to any such action that such indemnification or advancement of costs of defense is not permitted under the Texas Business Corporation Act, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors or any committee thereof, special legal counsel or shareholders) to have made its determination prior to the commencement of such action that indemnification of, or advancement of costs of defense to, the claimant is permissible in the circumstances, nor an actual determination by the Corporation (including its Board of Directors or any committee thereof, special legal counsel or shareholders) that such indemnification or advancement is not permissible, shall be a defense to the action or create a presumption that such indemnification or advancement is not permissible. In the event of the death of any person having a right of indemnification under the foregoing provisions of this Article Ten, such right shall inure to the benefit of his heirs, executors, administrators and personal representatives. The rights conferred above by this Article Ten shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, bylaw, resolution of directors or shareholders, agreement or otherwise. The Corporation may additionally indemnify any person covered by the grant of mandatory indemnification contained above in this Article Ten to

such further extent as is now or hereafter permitted by law and may indemnify any other person to the fullest extent now or hereafter permitted by law.

ARTICLE ELEVEN

Any action of the Corporation which, under the provisions of the Texas Business Corporation Act or any other applicable law, is required to be authorized or approved by the holders (i) of any specified fraction that is in excess of one-half or (ii) of any specified percentage that is in excess of fifty percent of the outstanding shares (or of any class or series thereof) of the Corporation shall, notwithstanding any law, be deemed effectively and properly authorized or approved if authorized or approved by the vote of the holders of more than fifty percent of the outstanding shares entitled to vote thereon (or, if the holders of any class or series of shares of the Corporation are entitled by the Texas Business Corporation Act or any other applicable law to vote thereon separately as a class, by the vote of the holders of more than fifty percent of the outstanding shares of each such class or series). Without limiting the generality of the foregoing, the provisions of this Article Eleven shall be applicable to any required shareholder authorization or approval of (a) any amendment to these Articles of Incorporation; (b) any plan of merger, consolidation or reorganization involving the Corporation; (c) any sale, lease, exchange or other disposition of all, or substantially all, of the property and assets of the Corporation; and (d) any voluntary dissolution of the Corporation. Nothing contained in this Article Eleven is intended to require shareholder authorization or approval of any action of the Corporation whatsoever unless such approval is specifically required by the other provisions of these Articles of Incorporation, the bylaws of the Corporation or by the Texas Business Corporation Act or other applicable law.

ARTICLE TWELVE

To the fullest extent permitted by applicable law, no director of the Corporation shall be liable to the Corporation or its shareholders for monetary damages for an act or omission in such director's capacity as a director of the Corporation, except that this Article Twelve shall not eliminate or limit the liability of a director of the Corporation to the extent that the director is found liable for:

- (a) A breach of such director's duty of loyalty to the Corporation or its shareholders;
- (b) An act or omission not in good faith that constitutes a breach of duty of the director to the Corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which such director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of such director's office; or
- (d) An act or omission for which the liability of such director is expressly provided by an applicable statute.

Any repeal or amendment of this Article Twelve by the shareholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a

director of the Corporation existing at the time of such repeal or amendment. In addition to the circumstances in which a director of the Corporation is not personally liable as set forth in the foregoing provisions of this Article Twelve, a director shall not be liable to the Corporation or its shareholders to such further extent as permitted by any law hereafter enacted, including without limitation any subsequent amendment to the Texas Business Corporation Act or the Texas Miscellaneous Corporation Laws Act.

ARTICLE THIRTEEN

The post office address of the present registered office of the Corporation is Suite 1505, One Main Place, 1201 Main Street, Dallas, Texas 75202, and the name of its registered agent at such address is John P. Lewis, Jr.

ARTICLE FOURTEEN

The number of directors constituting the Board of Directors is one, and the name and address of the director who is to serve as such until his successors are elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
R. Daniel Hyde, Jr.	910 Pierremont Road Suite 348 Shreveport, Louisiana 71106

ARTICLE FIFTEEN

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
R. Daniel Hyde, Jr.	910 Pierremont Road Suite 348 Shreveport, Louisiana 71106

IN WITNESS WHEREOF, I have hereunto set my hand this 24 day of November, 1998.


R. Daniel Hyde, Jr.